



## Governance FAQ

This Frequently Asked Questions (FAQs) have been developed from practices provided in the Business Code of Conduct and Ethics of Global Green Chemicals Public Company Limited, with objectives to facilitate incorporation into work practices of all GGC executives and employees for the utmost benefit of the organization.

### ⬡ Receiving gifts or other benefits (No Gift Policy)

- 1. An employee has attended an event organized by a third party such as partners, customers, in the capacity of an employee of GGC Group and received a gift or other benefits.**

Answer 1. If you, as an employee, attend the event on behalf of the company and receive a gift from a third party, whether by lucky draw or directly receiving it, you must refuse to receive such gift and inform the giver about the Company's No Gift Policy. However, in the event that refusal to accept gifts is not appropriate due to business reasons or it is in a difficult situation to deny, you will be responsible to complete the Receiving Gifts, Assets, or Other Benefits form and submitting it to the line manager for further consideration and action as deemed appropriate.

This procedure is to ensure a corruption-free business and to refrain employees from seeking personal gains. Executives or representatives of the respective department should donate the gift to a charity, or foundation, or give it to the Corporate Affairs and Corporate Secretary Department for further distribution for the benefit of the general public.

2. If an employee attends an event on behalf of the company and is rewarded out of his/her talent; for example, winning a golf tournament, quiz competition, etc., receiving such gift is acceptable. However, the employee still needs to complete the form and submit it to his/her supervisor with supporting reasons specified.

3. **Caution:** When attending an event or an activity, no employee shall disclose Company's internal information and confidential data. Moreover, he/she is prohibited from entering into any business agreement, which may monopolize, or impede, or limit business competition. For example, pricing, trade conditions that affect product prices, settling an agreement for a party to win the ongoing bidding, or preventing certain parties from joining any bidding, etc. In this regard, the practices are in conformity to the Trade Competition Act.

## 2. Can an employee receive and offer gifts from/to a third party?

**Answer Principle:** GGC personnel are prohibited from accepting gifts, souvenirs, or other benefits under any circumstance. In the event that refusal to accept gifts is not appropriate due to business reasons while such gifts cannot be returned to the giver, or if the gift is for a traditional occasion to enhance the image reputation of an organization, the following conditions must be taken into consideration:

**First case:** Gifts with a Company's logo such as calendar, notebook, pen, tote bag, etc.

Offering gifts – An employee can offer gifts screened with the Company's logo to subsidiaries of GGC Group and those outside the group if such giving is for (1) special occasions (new year, Thai new year), and (2) the gift given is printed with the Company's logo.

Receiving gifts – An employee can receive gifts bearing the logo of other companies and, in such case, he/she is not required to complete the Receiving Gifts, Assets, or Other Benefits form. However, if it is later found that, in receiving such gifts that bear the logo, one is subjected to certain conditions (the employees are bound by certain obligations to fulfill), which may lead to a conflict of interest, such gifts with the logo will not be acceptable.

**Second Case:** Other gifts apart from those specified in the first case above

Offering gifts – An employee can offer a gift where it is necessary and is a trading tradition under the following conditions:

- 1) A gift with a monetary value not exceeding 3,000 baht will be at the discretion of a management-level executive, or equivalent and upwards,
- 2) A gift with a monetary value exceeding 3,000 baht will be at the discretion of an operational-level executive, or equivalent and upwards.

Receiving gifts – It is prohibited for employees to receive a gift and they are required to inform outsiders about the Company's No Gift Policy. In this regard, in the event that refusal to accept gifts is not appropriate due to business reasons while such gifts cannot be returned to the giver, the employees must complete a Receiving Gifts or Other Benefits form provided by the Company, and submit such form together with the gifts received to their supervisor for further consideration and process as deemed appropriate. In this regard, in order to refrain from corruption and seek personal interest, executives or representatives of the respective department will donate such gifts to charities or submit them to the Corporate Affairs and Corporate Secretary Department for further donation and distribution for the benefit of the general public.

### **3. Can employees organize a reception, golf tournament for their customers or partners?**

Answer Employees can organize such reception/golf tournament under the following conditions:

- 1) Such an event must be organized for Company's business purposes. For example, sales boost, Company's product launch, etc.; and
- 2) Such an event must have a clear, transparent, and auditable event plan. The plan must provide budgetary information and event objectives; and,
- 3) An event plan must be proposed to the department-level manager, or equivalent and upwards, for approval. The budget request for the above event must be based on approval authority as specified in the Manual of Delegated Authorities (MODA).

4. A partner has invited Company's employees for an overseas visit at the entire/partial expense of such partner. Can employees accept the invitation?

**Answer** If such an overseas visit is part of an agreement made earlier, the employees must strictly comply with it. If it is not part of any agreement, the employees must take it into consideration and follow the following guidelines in order to ensure that such an overseas visit is transparent.

- 1) Objective: Such visit/training must be for the benefit of the Company's business; for example, to study best practices, etc. This is to comply with the applicable Company's Regulations.
- 2) Corporate Governance: There must be a clear training plan. Such a visit must not be subject to a reciprocity clause. That is, staff, as an employee of the Company, must not be bound or required to carry out any action in exchange for such a visit. Moreover, the employees are responsible to take precautions in providing Company's confidential data and must not receive any gift or other benefits apart from those stated in the agreement.

5. Is it possible for employees to receive other benefits out of their work done, which are not in a monetary or material form; for example, miles from an airline, credit point rewards from personal cards (credit card, M-Card, or The 1 Card), etc.?

**Answer** The No Gift Policy has been implemented to refrain employees from receiving gifts, assets, or other benefits from any party related to the Group (third party). Based on the given fact, miles or credit points are rewards obtained from carrying out responsibilities for the Company; the employees can receive such benefits and are not required to report them.

## Report of Conflict of Interest

1. In the case where a wife of an unregistered marriage (de facto) of an employee enters into a transaction with the Group, will such an employee be required to report a conflict of interest?

**Answer** The employee is responsible to report such matter as the term “close relative,” according to the definition provided in the Conflict of Interest Disclosure Form, refers to father, mother, spouse, child, adopted child, sibling, child’s spouse, adopted child’s spouse, including the spouse of an unregistered marriage.

2. In which events an employee is required to provide a report of conflict of interest?

**Answer** When the employee or his/her close relative engages in a transaction with the Company; for example, the contract signing for raw material procurement, renting or lending real estates, serving an advisor for campaigns, activities organized within the organization, etc. This also includes the case where an employee or his/her close relative is in the process of submitting a quotation to the Company or taking part in any bidding that is related to the Company.

3. In the case where the wife of a GGC employee engages in a transaction with the Company on behalf of a subsidiary (TFA, GGC Bio), are such GGC employee and his wife, who is also an employee of the Group, responsible to provide a report of conflict of interest?

**Answer** Based on the facts given above, it must be separately considered as follows:

- 1) The wife of the GGC employee is responsible to submit a report of conflict of interest for the Company’s acknowledgement. As this case seems to be a conflict of interest in terms of discharging duties, meaning that, in the husband-wife relationship, people may perceive it as a relationship that can influence the decision-making process; therefore, providing a report of conflict of interest is preferable to ensure transparency and affirm that the transaction is based on her responsibilities, and to reflect Company’s positive image for conducting a fair business.

- 2) GGC Personnel: is responsible to provide a report of conflict of interest and inform the GGC.

As in the case where the wife (spouse) was procured to engage in a transaction with GGC on behalf of its subsidiary, it is required to ensure transparency that the other side does not intend to conceal that fact or use internal information for undue benefits of the spouse. Also, in such case, the line manager may assign other personnel to engage in the transaction with the wife to avoid potential conflict of interest and maintain the utmost interests of the Company.

4. **If an employee becomes aware that his/her close relative has engaged in a transaction with the Company, but he/she did not disclose a conflict of interest, what punishment will be inflicted?**

**Answer** 1. Basically, if an employee does not know the conflict of interest reporting procedures, the Corporate Affairs and Corporate Secretary Department is where they can seek advice so that they become aware of the right procedures to follow.

2. If a malfeasance is suspected, but employees who have become aware of such incident does not make any report to the Company, such employees may be subjected to disciplinary punishment. In this regard, it will be based on factual grounds and outcomes of such incident, case by case.

5. **Will employees purchasing or selling Company's shares be required to disclose a conflict of interest?**

**Answer** Purchasing and selling Company's shares are not considered engaging in a transaction with the Company, and such employees will not be responsible to complete the Conflict of Interest Disclosure form. However, such employee should take precautions when using internal information for asset trading, especially those who work in the Financial Department. These employees should refrain from selling and purchasing assets during the period of financial statement disclosure in order to avoid an offence on the ground of insider trading.

## Safeguarding Confidential Information

### 1. What are the components of confidential data?

Answer Confidential data consist of 3 components as follows:

- 1) Such data must not be publicly disseminated;
- 2) Commercially beneficial for the Company; or,
- 3) Applied with confidentiality measures.

In this regard, the Company has requirements regarding the confidentiality level and security of documents in place by classifying them into 3 categories, including 1) High Level: highly confidential data which can be disclosed only to high-ranking executives and relevant parties. For example, copyright information, patents, investment data, etc.; 2) Medium Level: documents that are disclosable to only relevant parties as it may adversely affect the organization. For example, pricing formula for raw material sales and purchasing, minutes of MC meetings, etc.; and 3) Low Level: internal documents of each subsidiary company. Any employee who requires to use such information must seek approval from the supervisor of relevant departments.

### 2. What are the differences between internal and confidential information?

Answer According to the Company's Regulations on Determination of Confidentiality and Securities of Documents, it states that confidential data mean documents that are only disclosable to corresponding persons as, once disclosed, they may cause damage. For example, pricing formula of raw material trading, pricing formula of products, research and development project, etc. In distributing such documents, only the owning department will be responsible to determine a procedure and provide copies.

On the other hand, internal data mean documents/information used only within the Company, as they are related to Company's business operations, such as databases or references, etc.

Employees are prohibited from disclosing information or providing the Company's documents/copies of documents to a third party, except that it is necessary for the benefit of the Company or compliance with applicable laws.

### 3. Can confidential or internal information of the Company be disclosed to other subsidiaries of the Group?

**Answer** If an agreement, e.g., Non-disclosure Agreement, states about safeguarding confidential information, the employees will be required to strictly comply with such provision.

If there is no contract specifying the above condition, utilizing Company's confidential data must be first approved by line managers and the department owning the data, and the data must be utilized for the benefit of the Company.

## Employee Code of Conduct

### 1. Can an employee serve as a guest speaker for a third party?

**Answer** 1. On behalf of the company: the employee is able to serve as a guest speaker if prior consent is granted by his/her department-level manager or equivalent. In this regard, if the employee requires supporting information for the session, he/she will need to seek approval from the supervisor of the department to which the information belongs.

Moreover, if the employee receives a gift/compensation from being such a guest speaker (by using his/her own talents and abilities), the employee can receive such a gift. However, the employee will still be required to complete the Receiving Gifts or Other Benefits form and submit it to his/her supervisor for acknowledgement.

2. For personal purposes: This is acceptable; however, it must not affect Company's working hours and/or general assignments to be completed for the Company. In addition, the employee must not disclose any confidential or internal information of the Company without prior approval.

### 2. Can employees do other part-time jobs such as e-commerce, insurance broker?

**Answer** Employees can do part-time jobs; however, such job must not be conducted during working hours or within the Company's premises.



**3. Can employees express their political opinions on Facebook or other social media?**

**Answer** Employees can express their political opinions to an extent that they do not adversely affect GGC Group, as well as not violate relevant laws. In this regard, the employees must not use a corporate email or the Company's logo when registering accounts, posting, or commenting on social media as it may affect the Company.

**4. What punishment would be inflicted on those that do not comply with the Business Code of Conduct?**

**Answer** Not complying with the business code of conduct certainly affects the image of the organization and may lead to potential illegal acts. Besides, if it is found that an employee has engaged in any activity that results in corruption, such employee may get disciplinary penalties which include 1) verbal disciplinary; 2) written warnings; 3) discharge; and 4) dismissal.

